

Gregg M. Galardi, Esq.
 Ian S. Fredericks, Esq.
 SKADDEN, ARPS, SLATE, MEAGHER &
 FLOM, LLP
 One Rodney Square
 PO Box 636
 Wilmington, Delaware 19899-0636
 (302) 651-3000

Dion W. Hayes (VSB No. 34304)
 Douglas M. Foley (VSB No. 34364)
 MCGUIREWOODS LLP
 One James Center
 901 E. Cary Street
 Richmond, Virginia 23219
 (804) 775-1000

- and -

Chris L. Dickerson, Esq.
 SKADDEN, ARPS, SLATE, MEAGHER &
 FLOM, LLP
 155 N. Wacker Drive
 Chicago, Illinois 60606
 (312) 407-0700

Counsel to the Debtors and
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - - x
 In re: : Chapter 11
 :
 CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
 :
 Debtors. : Jointly Administered
 - - - - - x

**ORDER SUSTAINING DEBTORS' SIXTY-FIRST OMNIBUS OBJECTION
 (RECLASSIFICATION OF CERTAIN ALLEGED 503(B)(9) CLAIMS TO
 GENERAL UNSECURED, NON-PRIORITY CLAIMS)**

THIS MATTER having come before the Court on the
 Debtors' Sixty-First Omnibus Objection (Reclassification of
 Certain Alleged 503(b)(9) Claims to General Unsecured, Non-
 priority Claims) (the "Objection"), which requested, among
 other things, that the claims specifically identified on

Exhibit C attached to the Objection be reclassified as general unsecured, non-priority claims for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested in the Objection is in the best interest of the Debtors, their estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED.
2. The Claims identified on Exhibit A (as attached hereto and incorporated herein) are reclassified as general unsecured, non-priority claims.
3. The Debtors' rights to amend, modify, or supplement the Sixty-First Omnibus Objection, to file additional objections to any claim, including the Lease Claims, (filed or not) that have been or may be asserted

against the Debtors, and to seek reduction of any claim to the extent such claim has been paid, are preserved.

4. The Debtors shall serve a copy of this Order on the claimants included on the exhibit to this Order on or before five (5) business days from the entry of this Order.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
December_____, 2009

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
155 N. Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<div>Claim: 13374</div> <div>Date Filed: 06/15/2009</div> <div>Docketed Total: \$181,199.83</div> <div>Filing Creditor Name and Address: PENSKE PO BOX 827380 PHILADELPHIA, PA 19182</div>	<div>Claim Holder Name and Address</div> <div>Case Number: 08-35653</div> <div>Docketed Total: \$181,199.83</div> <div>PO BOX 827380 PHILADELPHIA, PA 19182</div> <div><div>503(b)(9)</div><div>Reclamation</div><div>Admin</div><div>Secured</div><div>Priority</div><div>Unsecured</div></div> <div>\$181,199.83</div>	<div>Case Number: 08-35653</div> <div>Modified Total: \$181,199.83</div> <div><div>503(b)(9)</div><div>Reclamation</div><div>Admin</div><div>Secured</div><div>Priority</div><div>Unsecured</div></div> <div>\$181,199.83</div>
<div>Claim: 657</div> <div>Date Filed: 12/08/2008</div> <div>Docketed Total: \$390.74</div> <div>Filing Creditor Name and Address: SNO WHITE DUST CONTROL SERVICE PO BOX 1630 HOLLYWOOD, FL 33022</div>	<div>Claim Holder Name and Address</div> <div>Case Number: 08-35653</div> <div>Docketed Total: \$390.74</div> <div>SNO WHITE DUST CONTROL SERVICE PO BOX 1630 HOLLYWOOD, FL 33022</div> <div><div>503(b)(9)</div><div>Reclamation</div><div>Admin</div><div>Secured</div><div>Priority</div><div>Unsecured</div></div> <div>\$390.74</div>	<div>Case Number: 08-35653</div> <div>Modified Total: \$390.74</div> <div><div>503(b)(9)</div><div>Reclamation</div><div>Admin</div><div>Secured</div><div>Priority</div><div>Unsecured</div></div> <div>\$390.74</div>
		<div>Total Claims To Be Modified: 2</div> <div>Total Amount As Docketed: \$181,590.57</div> <div>Total Amount As Modified: \$181,590.57</div>

* "UNL" denotes an unliquidated claim.